

Raytheon

John W. Kapples
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1110
Raytheon Company
Executive Offices
141 Spring Street
Lexington, Massachusetts
02421 USA

August 14, 2002

VIA HAND DELIVERY

Jonathan G. Katz, Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549-0609

RECEIVED
OFFICE OF THE SECRETARY

AUG 14 2002

Re: Securities and Exchange Commission File No. 4-460
Order Requiring the Filing of Sworn Statements Pursuant to
Section 21(a)(1) of the Securities Exchange Act of 1934

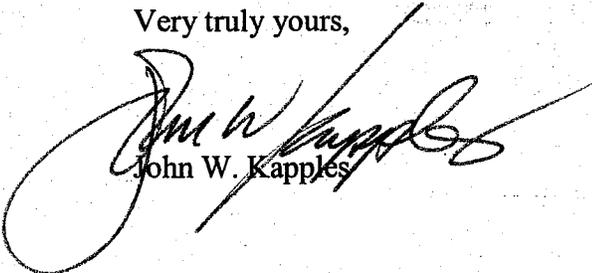
Dear Mr. Katz:

Enclosed for filing with the Commission in accordance with the Order referenced above are executed originals of the statements under oath of the principal executive officer and the principal financial officer of Raytheon Company regarding facts and circumstances relating to Exchange Act filings, each in the form of Exhibit A to the Order.

Please acknowledge receipt of this letter and the attached statements by stamping the enclosed copy of this letter and returning it to the waiting messenger.

If you have any questions, please contact me at (781) 860-2103.

Very truly yours,


John W. Kapples

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OMB Number: 3235-0569

Expires: January 31, 2003

**Statement Under Oath of Principal Executive Officer and Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Franklyn A. Caine, state and attest that:

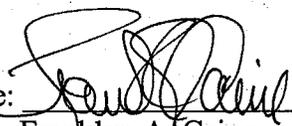
(1) To the best of my knowledge, based upon a review of the covered reports of Raytheon Company, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

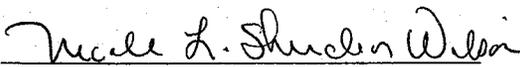
(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K filed with the Commission on March 19, 2002 of Raytheon Company;
- All reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Raytheon Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- Any amendments to any of the foregoing.

Signature: 
Franklyn A. Caine,
Chief Financial Officer

Date: August 14, 2002

Subscribed and sworn to before me
this 14 day of August 2002.


Notary Public
Nicole L. Sheridan Wilson

My Commission Expires: April 10, 2003

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